

HM #31 "Rise of the Snake Men, Part Two"
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SECOND DRAFT 1/09/03

<Following a BRIEF RE-CAP of events from Part One...>

Ext. Dark hemisphere - A MILE FROM SNAKE MOUNTAIN - day

A ROCKY CLEARING, AMID A ROCKY, LAVA-STREWN AREA about a mile from Snake Mountain. LAVA MISTS obscure most of what's around us, ROCK TOWERS do the rest. BATTLECAT enters scene, from around a rock tower, with a still dazed HE-MAN on his back. STRATOS lands with MEKANEK... they're regrouping, following their retreat. NEARBY, the BATTLEHAWK lands...TEELA and MAA (still dazed) climb out.

He-Man - dismounts Battlecat, still pained and woozy.

He-man
(dazed, pained)
Everyone...allright?

MEKANEK - extends his neck, loops it down, checks himself out, sniffing his uniform top to bottom.

Mekanek
<SNIFFS> Ugh, nothing a good scrubbing won't take care of.
Stinkor's gas...

FAVOR MAA - He's scowling and frustrated.

Man at arms
Skeletor is not only evil -- he's a fool.

Stratos
Indeed. Wasting time battling us, when the Snake Men are threatening to arise.

TEELA - with urgency, tries to rally the others.

Teela
We've got to get into Snake Mountain before it's too late.

ZODAK (o.S.)
It is already too late.

HE-MAN looks to see: ZODAK gliding in thru the eerie mist,
on his THRONE & hovers.

He-MAN
Zodak.

ANGLE- ZODAK points; the mist parts to REVEAL IN DISTANCE:
SNAKE MT. WITH 3 HEADS -- its eyes GLOWING ominously.

ON MASTERS - seeing this -- REACT stunned. ZODAK hovers.

Zodak
King Hiss is free.

Teela
But what about--?

Zodak
--Skeletor? Defeated.

HE-MAN eyes Zodak, wondering. MEKANЕК is puzzled.

Mekanek
How could Kobra Khan have released
the Snake Men from the void?

ANGLE - ZODAK lands his flying throne.

ZODAK
Kobra Khan, Rattlor, and Evil-Lyn
ambushed me, disarmed me of my
staff. It alone has the power to
open the void.

STRATOS - cocks an eyebrow, as Zodak gets off his throne,
as it vaporizes into a light beam & shoots upwards.

stRATOS
Three "mere warriors" defeating
the Cosmic Enforcer? Hard to
believe.

CLOSE ON ZODAK - He turns, glares icily at Stratos. PAN TO
HE-MAN - he's started to figure it out.

He-MAN
Unless he *wanted* King Hiss free.
(accusing) Why?

The Masters - all look at Zodak, suspicious. ZODAK throws

a glance at He-Man, then starts to walk past them.

ZODAK

I need not explain myself to you,
or any other.

FAVOR TEELA - Furious, she gets in front of Zodak:

TeELA

I think you do.

ZODAK

Stand aside. I will stop the Snake
Men...forever.

...but Teela holds her ground, WHIRLS her Cobra Staff. MAA
in the b.g. calls out a warning, even as he and He-Man
start to move in to help Teela.

MaN AT ARMS

Teela, no..!

ZODAK'S mystic markings FLARE...

ZODAK

You have been warned.

ZODAK - slams his palms together -- a mighty THUNDERCLAP --
as a BLAST WAVE radiates outward! WIDER - The wave of
brilliant CONCUSSIVE LIGHT blasts the Masters!

ANGLE - Teela and MAA TUMBLE away...

STRATOS AND BATTLECAT - go flying, knocked for a loop...

HE-MAN - gets HURTLED into a rock formation...CRASH!...
which COLLAPSES on top of him!

ZODAK walks calmly -- his throne reappears and without
breaking stride, Zodak takes a MORNING STAR WEAPON (has a
chain that you swing, heavy weight on the end) from his
throne... then the throne dissolves again.

WIDE -...ZODAK LEAPS to a distant rock formation, leaving
the dazed Masters behind.

CLOSE ON PILE OF RUBBLE - He-Man - BURSTS FREE from the
pile. He winces as he grabs his leg, which is slightly
injured.

WIDER - The other Masters recover. He-MAN looks over concernedly, sees they're okay...<Include the vehicles -- 2 sky sleds, the Battlehawk, have been knocked for a loop> then rushes off.

Ext. MUCH closer to SNAKE MOUNTAIN - moments later

ZODAK walks purposefully toward Snake Mt. Suddenly He-Man DROPS from a tall rock & lands in his path (He-Man grabs his leg for just a brief second, where it was injured). He wears a serious, challenging expression. Zodak stops & regards him.

Zodak
I do not wish to harm you, He-Man.

He-man
You've got a funny way of showing it.

ZODAK -- a mere flicker of vulnerability crosses his face:

Zodak
King Hiss...killed my brother. For that he must pay.

HE-MAN stands his ground.

He-MAN
And he will. But taking on the Snake Men alone is not only folly, it puts all Eternia in jeop--

ZODAK brandishes his Morning Star, moves forward.

ZODAK
(forceful) My brother, my battle, my vengeance. (darkening) Now step aside or face the consequences.

HE-MAN - narrows his eyes, draws his Sword in self defense.

TWO SHOT - The two mighty warriors meet in combat with an epic CLASH of weapons! The battle is joined...

Int. Snake mountain - skeletor's throne room - same time

KOBRA KHAN prostrates himself before the serpent throne of KING HISS, who's in creepy, multi-headed form.(NOTE: Skel's bony throne has TRANSFORMED back into its original form.)

Kobra khan
(overdramatic
subservient)
Great King Hiss, I, Kobra Khan, am
your humble servant. My sole
mission in life is to fulfill your
every whim...

PAN ACROSS the other Snake Men leaders, SNAKE FACE,
SSSQUEEZE & TUNG LASHOR (they are all a head taller than
Khan), as they watch, amused. SETTLE on RATTLOR and EVIL-
LYN.

Evil-Lyn
Why does Kobra Khan grovel? I
thought he was a general, like
you.

Rattlor
<derisive laugh> Khan is but a
puny descendant of the *true* Snake
Men. He has never tasted REAL
battle... or blood.

CLOSE ON EVIL-LYN - starting to get worried, then is
suddenly pulled by an OS magic, so she glides/levitates,
winding up...

AT THE FOOT OF KING HISS'S THRONE - (and next to Kobra
Khan) King Hiss' multiple heads coil around and study her.

King hiss (all mouths in unison)
Who is thissss?

EVIL-LYN extends her hand. King Hiss glances at it with
disdain. Evil-Lyn withdraws it, bows, masking her fear.

EVIL-LYN
Evil-Lyn, your majesty. I aided in
your escape from The Void.

ANGLE - One of King Hiss's heads looks at Rattlor for
confirmation. Rattlor nods.

KING HISS (all mouths in unison)
Ahh. Then you shall be honored
accordingly.

Evil-Lyn - raises her head back up, cocky. KOBRA KHAN - glowers jealously, as EVIL-LYN shoots him a smirk.

KING HISS - nods to his minions.

Sssqueeze GRABS Evil-Lyn from behind w/constrictor arms. Rattlor takes away her staff. She's held roughly before Hiss.

EVIL-LYN
<struggles, angry> Didn't you hear him? I'm to be honored!

RATTLOR - smiles evilly.

RATTLOR
And so you shall be. There is no greater honor than to be consumed by King Hiss.

EVIL LYN - reacts with horror. KOBRA KHAN registers this, nervously slinks into the shadows.

SSSQUEEZE'S long arms offer Evil-Lyn up towards Hiss.
HORROR ANGLE - KING HISS - His multiple mouths OPEN WIDE...

EVIL-LYN in full panic mode, comes up with a desperate plan.

EVIL-LYN
<struggling> You don't want to do this. I--I know where to find the greatest power in all of Eternia!

HISS gestures & Squeeze stops. Hiss looks at her expectantly.

KiNG HISS (all mouths in unison)
Go on.

EVIL-LYN
(fast, desperate)..The power of the Elders. And I can help you get it.

KING HISS (all mouths in uNison)
(remembering)The Elderssss...Yesss..

KING HISS - considers this, then nods at Sssqueeze, who

releases Evil-Lyn.

KING HISS (all mouths in unison)
You shall be spared. For now.

EVIL-LYN narrows her eyes, looks over at Khan who's in the shadows.

EVIL-LYN
(to self) You'll pay for this
Khan.

HISS - once again surrounds Evil-Lyn with his writhing heads.

KING HISS (all mouths in unison)
Now...Show me. Where is the power
of the Eldersssssss?

Ext. CLOSE TO SNAKE MOUNTAIN - SAME TIME

HE-MAN and ZODAK - continue their battle. << with He-Man more on the defensive against the determined Zodak>>. ZODAK advances, FLAILING the morning star...HE-MAN DUCKS just in time. The morning star strikes a boulder and SHATTERS it!

He-MAN
It doesn't have to be this way,
Zodak. If we work together--

ZoDAK
No. I do this alone.

BOTH - The warriors circle for position...then Zodak attacks...brings the morning star straight down on He-Man.

HE-MAN raises his sword overhead, holding it parallel to the ground & the morning star's chain WHIPS AROUND the blade.

LOW ANGLE - It's a test of strength and Zodak and He-Man PULL at the interlocked weapons, each trying to disarm the other.

HE-MAN - suddenly spins and his sword SLICES through the links in the morning star's chain.

THE BALL falls to the ground <THUD> as ZODAK reels

backwards.

ZODAK assumes a stance. His marking's flare -- sensing He-Man's weakness. <maybe we get this across with anime split screen --Zodak's eyes/He-Man's weak leg.>

CAMERA PIVOTS -HE-MAN plants his sword in the ground, ready for hand to hand.

ZODAK surges forward with a SPINNING KICK. He-Man dodges and counters with a right cross. But Zodak is ready for it; he bobs out of the way, grabs He-Man's arm, and HURLS him OS!

TRACK HE-MAN - as he SLAMS into a sharp rock formation, right where his leg was injured previously. The impact CRACKS it. ZODAK enters, stalks toward pained He-Man...

HE-MAN shakes it off, gets up, but as he does he grabs his leg, where the injury is now even more painful. Winces.

ZODAK'S MARKINGS FLARE again - does a spinning kick & WHOMPS He-Man in the weak leg. Our hero falls to his knees in pain.

HE-MAN
<pained Aggghhh..>

ZODAK starts to head off, when he stops short. An unearthly <HISSING> sound draws his attention OS.

HE-MAN, still wincing, comes up beside Zodak as they both looks OS and react with awe and dread.

DRAMATIC ANGLE - SNAKE MOUNTAIN - The unearthly <HISSING> grows louder. We HEAR FOOTSTEPS -- like stormtroopers.

SERIES OF QUICK EXTREME TIGHT SHOTS - Snake Feet walking, Tails Rattling, Forked Tounge's flicking

CLOSER - from a doorway, the SNAKE ARMY marches forth!

WIDE ANGLE - The Snake Men pour out of the fortress in *Lord of the Rings* style -- in a shot EXACTLY THE SAME as the one from Zodak's "vision" from Part One. Uh-oh...

HE-MAN AND ZODAK - watch in stoic dread.

ZODAK
The battle for Eternia has begun.

END ACT ONE

ACT TWO

Ext. VERY CLOSE TO SNAKE MOUNTAIN - CONTINUOUS

A seemingly endless column of Snake Soldiers emerges from Snake Mountain. RACK FOCUS TO FG - FAVOR ZODAK - as he and He-Man take in the ominous view, Zodak's jaw tightens, as if he's considering attacking the army.

HE-MAN
Even you can't take on army that
size, Zodak.

ZODAK - considers the odds. HE-MAN makes a final offer:

He-MAN
Work with us, and I'll make sure
King Hiss is all yours.

ZODAK - nods grimly. HE-MAN extends his hand. ZODAK accepts
it and they shake.

Ext. DARK HEMISPHERE - ROCKY AREA, a mile from SNAKE MT - day

MAA - is repairing a Sky Sled -- other hastily repaired
vehicles (a sky sled, the BattleHawk) nearby, when he
hears:

Teela (OS)
Father...

Teela, Stratos, Battlecat & Mekanek are on a raised vantage
point -- they can see Snake Men marching from Snake
Mountain. MAA - ENTERS SHOT - reacts gravely concerned.

MaN AT ARMS
They're heading for Castle
Grayskull.

HE-MAN (o.S.)
Which means we have to get there
first.

ANGLE - He-Man steps INTO VIEW, followed by Zodak.

MASTERS assume defensive poses. BATTLECAT <GROWLS>.

HE-MAN - he calms them.

He-MAN
Easy. We're all on the same side
now.

TEELA - eyes Zodak with suspicion.

Ext. Skies over evergreen forest - dAY

The Masters RACE over the forest. STRATOS soars. Teela
rides with MAA in his damaged Battle Hawk. Mek & He-Man (&

Battlecat) pilot wounded Sky Sleds. Zodak rides his throne.

Ext. EDGE OF FOREST, NEAR grayskull - soon

The Masters & Zodak land in a clearing -- the Castle about a 1/2 mile away in the b.g. It's here they'll make their stand.

Int. CASTLE GRAYSKULL - THRONE ROOM - cont.

THE SORCERESS stands resolute.

Sorceress
Beware, He-Man...

Ext. EDGE OF Forest, near grayskull - cont.

FAVOR HE-MAN - he hears the Sorceress's VO, as the Masters spread out into a defensive formation.

SORCERESS (v.O.)
King Hiss wields a magic as
ancient as that of the Elders. My
power may not be enough to stop
him.

HE-MAN nods, draws his sword. PAN TO MASTERS - ready weapons for the coming battle.

WIDE ON SCENE - All is still. Tense moments pass.

EXTREME CU ON ZODAK - He narrows his eyes. A beat. Two beats.

ZODAK
They are near.

INCLUDE ALL - we begin to hear the ominous OS <HISSING> of the approaching Snake Army.

THEIR POV - PAN ACROSS the nearby forest. The <HISSING> comes from inside the dense woods. Very creepy. Leaves rustle.

Int. CASTLE GRAYSKULL - THRONE ROOM

The Sorceress raises her Falcon Staff...

Ext. CaSTLE GRAYSKULL - cont.

...and a MYSTIC SHIELD envelops the fortress.

Ext. EDGE OF FOREST, NEAR GRAYSKULL - CONTINUOUS

The Masters stand ready, watching, weapons raised.

ON THE FOREST - The <HISSING> suddenly STOPS. Beat.

FAVOR MEKANEK - He's getting nervous.

ON FOREST - Rattlor (still carrying Zodak's staff), Kobra Khan, Tung Lashor, Sssqueeze, Snake Face & Evil-Lyn suddenly emerge from the shadowy dark woods in rapid succession.

CLOSER - Rattlor calls out to the Masters:

ratTLOR
You are surrounded and
outnumbered. Surrender now, and
your deaths will be swift.

FAVOR HE-MAN - as he and the MASTERS stand defiant.

he-MAN
We will defend Eternia to our last
breath.

RATTLOR - an evil grin, starts to raise Zodak's staff.

RATTLOR
I was hoping you would say that.

WIDER - ON RATTLOR'S signal, Snake Soldiers <<as many as we can afford>> EMERGE from the forest & CHARGE! They race past their leaders, <HISSING> and brandishing their weapons.

HE-MAN - races into battle with Battlecat at his side!

ANGLE - He-Man PLOWS INTO the leading group of Snake Soldiers. The IMPACT sends three Snake Men FLYING! A BACKHAND from He-Man's shield knocks aside another...

BATTLECAT - mixes it up with a pair of Snake Men. They grapple and tumble, with <ROARS> and <HISSES>!

WIDER - He-Man and Battlecat have punched a HOLE in the Snake Men lines. MAA, Teela and Mekanek charge through it toward Rattlor and the other generals, as Stratos ZOOMS upward.

TEELA - uses her staff to VAULT into the air. She tucks her body into a powerful FLYING KICK...

REVERSE ANGLE - ...right at Kobra Khan. At the last instant before contact, Tung Lashor's tongue WHIPS INTO FRAME, wraps around her leg, and YANKS her aside!

TEELA
<Battle yell, surprised cry!>

ANOTHER ANGLE - Teela SLAMS into the ground. Tung Lashor SUCKS his tongue back and stalks toward her...

MAA - runs like a linebacker to help.

KHAN leaps in front & SNAPS OPEN his hood to spit venom...

MAA - THROWS his mace!

THE MACE - HITS Khan in the gut. The Snake Man doubles over, his VENOM shooting harmlessly into the ground.

ON MAA - Two generic Snake Men TACKLE him.

ZODAK - strides calmly through the chaos. He picks up a wounded Snake Soldier as if he were a one pound sack.

The Snake Man doesn't respond, and Zodak tosses him aside.

STRATOS - jets low over the Snake Soldiers. He BLASTS a group of them with a ROCKET. KA-BOOM! They go flying!

ANGLE - As Stratos goes into a turn, a pair of LONG ARMS suddenly reach INTO FRAME and grab him! REVEAL - it's SSSQUEEZE. He SWINGS Stratos around & HURLS him.

TRACK STRATOS as he SMACKS into a tree with enough force to CRACK the trunk & slumps to the ground, dazed.

MEKANEK - battles Snake Face hand-to-hand. Mek dodges a haymaker punch, then connects with a spinning KICK. Snake Face FLIES BACKWARDS about 10 yards & goes down.

Mek stays where he is, but EXTENDS his neck parallel to the ground, till his head is looking down at fallen Snake Face.

SNAKE FACE looks up & smirks. Tiny snakes suddenly pop out of his face, neck, & shoulders, EYES GLOWING. Horror shot!

MEKANЕК - staggers back, surprised... and TURNS TO STONE!

HE-MAN - sees it happen as he battles Snake Soldiers.

He-MAN
Mekanek...!

ANGLE - He-Man swings his sword at a Snake Man, who DODGES with reptile speed and DARTS into a hole in the ground.

THE SNAKE MAN - suddenly POPS OUT of a hole behind He-Man and WHOMPS him with his tail!

HE-MAN tumbles back towards the forest edge. When he stands, another tail DROPS from overhead & WRAPS around his neck!

He-MAN
<strangulation gasp>

LOW ANGLE - The Snake Man perched in a tree strangles He-Man! Our hero reaches up & yanks the tail -- which suddenly BREAKS OFF in his hand!

HE-MAN - reacts to the still-SQUIRMING tail in his grip.

THE SNAKE MAN - quickly REGENERATES a new tail & attacks!

HE-MAN - WHOMPS him with his own discarded tail!

NEARBY - RATTLOR winds up to smack MAA with Zodak's staff when Zodak's hand suddenly ENTERS FRAME and GRABS it...

ZODAK (o.S.)
I will take this.

INCLUDE BOTH - Zodak TWISTS the Staff from Rattlor's grip, SPINS it, and WHOMPS the general! Rattlor goes down.

ZODAK - stands over him, his mystic markings GLOWING.

ZODAK
Where is King Hiss?

RATTLOR - shoots his head up to strike. ZODAK, in a blur blocks the strike with his staff. RATTLOR retracts his head, dazed, but grins evilly.

ZODAK realizes, looks OS, then heads for Castle Grayskull.

Ext. GRAYSKULL - SAME TIME

King Hiss [in Human form] stands at the edge of the abyss surrounding Grayskull. He raises his SERPENT SCEPTER.

KiNG HISS
Let us see whose magic is
stronger.

ANGLE - ENERGY streams out of the Scepter!

THE ENERGY - strikes the shield, but doesn't penetrate it.

Int. CASTLE GRAYSKULL - THRONE ROOM - cONTINUOUS

SORCERESS strains, uses all her power to maintain the shield.

Ext. CASTLE GRAYSKULL - cONTINUOUS

KING HISS - is frustrated, even as he keeps up the Scepter energy blast. EVIL-LYN enters and raises her Staff.

EvIL-LYN
Perhaps my magic can tip the
balance.

She dips her staff into the Scepter's energy stream.

THE BEAM - is AMPLIFIED by the Staff! It chews through the defensive shield, which finally COLLAPSES!

Int. CASTLE GRAYSKULL - throne ROOM - cONTINUOUS

The Sorceress staggers back, drained.

Ext. CASTLE GRAYSKULL - cONTINUOUS

King Hiss lowers the Scepter, pleased ...and TRANSFORMS into the multi-headed version, mid sentence.

KING HISS/KING HISS (ALL HEADS
UNISON)
(single head) The greatest power
in Eternia/(multi-head)... iss
about to be mine! <evil laugh!>

END ACT TWO

ACT THREE

Ext. CASTLE GRAYSKULL - dAY

KING HISS shoots out magic from his Sceptre...at
DRAWBRIDGE.

THE DRAWBRIDGE - strains and groans & starts to lower,
dramatically. CREAKING, GROANING.

KiNG HISS (heads IN unison)
<Rising laugh>

Ext. NEAR GRAYSKULL - saME TIME

The battle between the Masters and the Snake Army rages on,
getting CLOSER to Grayskull as the Masters are pushed back.

HE-MAN - faces off against a half dozen Snake Soldiers
when:

SORCERESS (v.O.)
He-Man!

ANGLE - reacting to the psychic cry, He-Man glances back
towards Grayskull & sees that that the drawbridge is nearly
down!

FAVOR RATTLOR - He also sees:

RaTTLOR
<evil realizing HISS> Grayskull is
ours!

ANGLE - He Man starts toward Grayskull, when Kobra Khan suddenly leaps in his path, flips open his hood, and SPITS VENOM!

HE-MAN - staggers back, blinded...

He-MAN
<cry of pain!>

KOBRA KHAN and RATTLOR eagerly hurry towards the Castle.

Ext. CASTLE GRAYSKULL - saME TIME

OTS HISS - He and Evil-Lyn cross the bridge, are nearing the threshold, when he hears:

ZoDAK (o.S.)
Hiss!

DRAMATIC - Zodak stands at the edge of the abyss, starts to leap toward them.

EVIL-LYN - as she speaks she emits her BIG GLOBE OF POWER blast! Dramatic!

evIL-LYN
(to Hiss) Allow me.

ZODAK - in mid-leap is hit by the blast & FLIES BACKWARDS.

ANGLE - Zodak smashes into a huge boulder near abyss edge, goes nearly unconscious. Snake Face & Rattlor step on the fallen warrior <HISSING>..then race across the drawbridge.

ON HISS & EVIL-LYN - As RATTLOR & SNAKE FACE race in.

DRAMATIC - THE THRESHOLD - INCLUDE ALL - King Hiss strides into Grayskull, with Snake Face close behind. Evil-Lyn starts to follow, but Rattlor roughly shoves past her.

raTTLOR
We'll take it from here.

EVIL-LYN - glares at Rattlor, snubbed, remains behind.

Int. CASTLE GRAYSKULL - throne room - coNTINUOUS

King Hiss, Snake Face & Rattlor enter the massive chamber. The Sorceress stands in the center -- protective, strong.

KING HISS approaches, multiple heads speak in unison as they look her over with contempt.

KiNG HISS (heads in unison)
Kneel before your new massster and
tell me where the great power
lies.

THE SORCERESS - is resolute, proud.

SORCERESS
The Power of the Elders will never
fall to the Snakes.

KING HISS - grins evilly, starts to raise his scepter -- it glows with snake energy.

KiNG HISS
We shall see.

WIDER - Just as snake energy shoots from the scepter, the Sorceress spreads her WINGS & takes flight, evading it...then swoops around & fires a blast of MYSTIC ENERGY down at Hiss!

KING HISS - his Scepter projects a MAGIC "COBRA HOOD" SHIELD around him. The Sorceress's blast DEFLECTS.

RATTOR AND SNAKE FACE - are not protected. The mystic blast SWEEPS PAST King Hiss and sends them TUMBLING backwards!

KING HISS - counters with a big SCEPTER BLAST, which springs out at the Sorceress like a SNAKE STRIKE.

THE SORCERESS does some fancy flying to elude the attack, then comes out of a LOOP into a cool, two part DIVING KICK, which CLOBBERS King Hiss! <<NOTE: this should be real badass move. It's the 1st time ever we're seeing the modern-day Sorceress in action. (Saw a younger Sorceress in action in ep #29)>

KING HISS - goes down hard, then slithers to his feet.

KiNG HISS
<impact> For that, your death will
be a sssslow and painful one.

DRAMATIC - The Sorceress swoops low, hovers, SPINS her staff, a badass.

TWO SHOT - King Hiss and the Sorceress meet in hand-to-hand combat (Hiss on the ground, Sorceress hovering.) Their strikes are fluid and impossibly quick. Sorceress is tough.

KING HISS - lashes out with his Scepter and his multiple snake heads, which <SNAP> at the winged Sorceress.

King hiss
Ssssnake versus bird. Isss there
any doubt as to the outcome?

THE SORCERESS - deftly dodges, using her staff to block the Scepter. She counters with some cool moves of her own.

KING HISS - eludes her attacks with snake-like flexibility, coiling and bending his limbs and torso.

TWO SHOT - King Hiss manages to SNARE the Sorceress in his serpentine arms, TRAPPING her -- pulls her down, triumphant. One of his snake heads BITES her on the upper arm!

Sorceress
<pained CRY>

SORCERESS slumps to the ground, HISS over her, triumphant.

KING HISS
(gloats) And now you perish, by
the poisonous power of my
serpent'ss venom.

HISS - triumphant as he heads off, his eye on the prize.

Ext. CaSTLE GRAYSKULL - SAME TIME

ZODAK - near unconscious, at the abyss's edge. A HAND reaches down to help him up, as we PAN UP TO HE-MAN standing there.

He-MAN
(urgent) Come on.

ANGLE - He-Man and Zodak RACE across the drawbridge.

EVIL-LYN near the door, sees them coming, wisely ducks out of sight.

Int. CASTLE GRAYSKULL - THRONE ROOM - SECONDS LATER

ZODAK & HE-MAN - rush into the throne room to see:

He-man
Sorceress!

The Sorceress WRITHES on the floor as venom spreads thru her system. He-Man rushes in & kneels beside her. She looks up at him weakly...at end of her dialog, her eyes widen alarmedly.

SORCERESS
King Hiss...Venom...

ON HE-MAN - Before he can react, Rattlor slips stealthily up behind him and CLOBBERS him with his tail!

HE-MAN
<Big impact!>

ANGLE - He-Man HITS a wall, then looks around, dazed...

Rattlor & Snake Face rush at him from different angles, but as he looks around for back-up -- no sign of Zodak...

HE-MAN
Zodak...?

Int. CASTLE GRAYSKULL - crystal chamber - SAME TIME

King Hiss stands on a crystal ledge. PULL BACK TO REVEAL the immensity of the chamber.

King Hiss - still multi-headed, takes it all in, triumphant.

KING HISS (heads in unison)
With such power I shall rule till
the end of time.

Suddenly Zodak's REFLECTION appears in the crystal.

ZODAK
No. That will not happen.

DRAMATIC ANGLE - Zodak stands on a crystal platform.

KING HISS brandishes his Scepter. All heads perk up in unison and smile evilly.

KING HISS (all heads)

Zodak. At lassst. Allow me to
reunite you with your brother!

ENERGY flows from the Scepter and STRIKES like a snake!

TRACK ZODAK - His mystical markings BLAZE brightly as he
LEAPS from platform to platform, BATTING aside the ENERGY
with his staff as he works his way toward Hiss...until...

ANGLE ...in mid-leap, SNAKE ENERGY gets past Zodak's
defenses & COILS around his body, CRUSHING him like a
constrictor!

WIDE - Zodak is trapped, suspended in mid-air by the
serpent energy that FLOWS from King Hiss's Scepter!

KiNG HISS (PARTIAL OS)
<Evil laugh!>

Int. CASTLE GRAYSKULL - THRONE ROOM - SAME TIME

RATTLOR - attacks with serpent speed, SNAPPING at CAMERA
with his snake head and long FANGS!

HE-MAN swooshes his sword...and RATTLOR withdraws his head.
We see He-Man's face REFLECTED in the polished blade.

RATTLOR -- attacks again and HE-MAN BACKFLIPS out of
range...landing near Snake Face.

ANGLE - Snake Face LUNGES at He-Man, DEPLOYING his Medusa-
snakes! He-Man raises his shield to block his view.

SNAKE FACE - takes advantage of He-Man's blind spot, and
nails him with a nasty KICK.

WIDER - He-Man is sent staggering toward the waiting
Rattlor, who WHOMPS him with a mean PUNCH. He-Man TWISTS
through the air and lands hard on his back.

SNAKE FACE - is on him in an instant -- his tiny snakes
popping out -- trying to do his Medusa bit. Once again He-
Man is forced to cover his face with his shield.

Snake face
Looooook at meeeeeee.

HE-MAN SEES: Rattlor heading his way. It looks like
curtains. CLOSER - HE-MAN looks at his polished sword &
gets an idea...

He-man
Since you insist...

OTS SNAKE FACE - HE-MAN swings his shield aside...
revealing his Power Sword -- and Snake Face's REFLECTION in
the blade!

Snake FACE
Noooo...!

SNAKE FACE - reacts with horror and TURNS TO STONE!

RATTLOR - stops short, stunned by the sudden twist of fate.

HE-MAN - leaps and WHOMPS Rattlor -- who FLIES BACK
CRACKING THE WALL! <BOOM!> He's out cold.

SORCERESS - weak, poison flowing thru her. He-Man rushes to
her side, cradles her. Then looks OS & realizes. Lifts her.

Int. CaSTLE GRAYSKULL - CRYSTAL CHAMBER - SAME TIME

Zodak is being CRUSHED in the grip of the SNAKE ENERGY.

ZODAK - manages to raise his Staff.

WIDE - The crystals in the vast chamber begin to GLOW
BRIGHTLY... and POWER is CHANNELED INTO Zodak's Staff!

FAVOR ZODAK - The power FLOWS into the staff and his
markings, then reaches critical mass and EXPLODES,
DISSIPATING the serpent energy that's constricting him.

KING HISS - staggers back, shielding his eyes as he
transforms back into human form.

ON ZODAK - His markings FLARE again, and he LEAPS toward
King Hiss, winding up with his staff...

TWO SHOT - Zodak comes down SWINGING. King Hiss parries.

WIDE - The two men LEAP from platform-to-platform, dueling
in mid-air with their weapons.

TRACKING SHOT - Zodak hurtles toward King Hiss, who BLOCKS
his attack and CONNECTS with a counter!

ZODAK - lands hard on his face.

KING HISS - alights on a platform...raises his Scepter -- with a gloating taunting look. The SNAKE ENERGY coalesces, ready to shoot out in one last powerful killing blow.

KiNG HISS
You know Zodak...

HISS transforms back into multi-headed snake form.

KING HISS (HEADs in unison)
...even your weakling brother put
up more of a fight.

ZODAK
<squeezed> "By the Elders--!"

CLOSE ON ZODAK - he slowly raises his head, fury in his eyes, at the mention of his bro. His markings GLOW, and then...

WIDE - As the Snake Energy STRIKES at Zodak, he JUMPS over it...& lands beside King Hiss. With cool fury, and in a series of fluid moves, he CLOBBERS each of the snake heads with PUNCHES, KICKS, and STAFF STRIKES.

KING HISS staggers, dazed. Zodak stands there a sec, just taking this in...then finishes him off with a mighty ROUNDHOUSE KICK that sends him SLAMMING back thru 3 huge crystal towers, which collapse around them. EPIC CRASHES, COOL FX.

ANGLE - King Hiss COLLAPSES.

ON ZODAK - as he moves purposefully TOWARDS CAMERA.

Ext. CASTLE GRAYSKULL - SAME TIME

MAA, Teela & Battlecat, have been driven back by the Snake Men to the brink of the abyss. NEARBY, STRATOS is down, nearly unconscious.

TEELA looks down behind them: the abyss. Then at encroaching big Snake Men: Tung-Lashor, Khan, Squeeze & others.

teeLA
We're trapped!

MAA and TEELA get into defensive positions, ready to make a last stand -- but it's futile, they stand no chance.

SNAKE MEN - coming ominously at them -- suddenly -- lower their weapons. Then gaze toward the OS Castle Grayskull.

MAA and Teela - are confused. MAA spots something, points.

MaN AT ARMS

Look!

OTS SNAKE MEN - ON GRAYSKULL - Zodak EXITS the Castle, steps onto the drawbridge, carrying King Hiss. <NOTE: This scene is kinda like Martin Sheen carrying out the defeated Marlon Brando's head at the end of Apocalypse Now.>>

DRAMATIC ANGLE - Zodak lifts King Hiss overhead...

ZODAK

Your leader has fallen!

...and casts him off the drawbridge, into the abyss!

FAVOR KHAN, as the SNAKE MEN react with shock and horror.

KoBRA KHAN

King Hiss--!

EVIL-LYN - off to the side, smirks slyly to see the Masters, Khan and the other Snake Men all grouped together. Aims her staff and FIRES a mighty BLAST!

WIDE - Her blast STRIKES the abyss cliff. The entire section of cliff BREAKS FREE & starts to fall into the abyss, taking the Masters & Snake Men with it!

ANGLE - The Masters, Khan & Snake Men ride the ledge down...

EVIL-LYN aims her staff at ZODAK - but he has already begun to LEAP DOWN into the abyss after the Masters...

ZODAK - lands on the falling cliff section, picks up MAA and TEELA and LEAPS UPWARD...

STRATOS - comes out of his daze, GRABS BATTLECAT (with some difficulty) and ROCKETS out of the abyss!

AT THE EDGE OF ABYSS - INCLUDE ALL - Stratos and Zodak land and deposit their battle weary comrades on stable ground.

DOWN ANGLE - THE SNAKE MEN - continue to plunge into the misty depths of the chasm...

ON Evil-Lyn - As she watches, DUST rises to OBSCURE HER.
When it clears, she is GONE...

Ext. Snake mountain - SAME TIME

With the demise of the Snake Men, the extra two heads
CRUMBLE to dust, returning the fortress to its familiar
shape.

Int. SNAKE MOUNTAIN - THRONE ROOM - same TIME

Skeletor REVERTS to flesh-and-bone (well, bone anyway) the
spell broken.

ANGLE - BEAST MAN, STINKOR, MERMAN, WHIPLASH, and CLAWFUL
also return to normal.

Beast man
What happened...?

SKELETOR - looks around, his anger rising.

Skeletor
(remembers) We were
betrayed..Evil-Lyn. She will
suffer like no other!

Int. CaSTLE GRAYSKULL - CRYSTAL CHAMBER - DAY

HE-MAN lays SORCERESS down on a pedestal in the chamber.

ANGLE - He raises his sword. In response, POWER flows from
the crystals (they all illuminate, real dramatic, cool
humming sound FX) thru the sword, and into the Sorceress.

THE SORCERESS - STIRS as the healing energy enters her...

EXT. CASTLE GRAYSKULL - SAME TIME

The Masters regroup around the restored Mekanek. He feels
his neck, smiles and nods.

FAVOR ZODAK - he strides through, heads for his throne.

Zodak
And so it, is over.

ZODAK
King Hiss is no more. Eternia is

safe.

ANGLE - STRATOS steps in to make the peace. Jovially:

ZODAK - climbs onto his throne and FLIES OFF.

MEKANEK - watching him go.

MeKANEK

Well he's a barrel of fun.

MAA addresses the others.

Man at armS

Zodak's ways are his own. But I
suspect he'll be there for us,
should he be needed.

BATTLECAT ROARS happily to see something approaching OS.

HE-MAN enters, an unconscious SNAKE FACE slung over his back
like a sack of cement & dragging the huge, dazed RATTOR.

MAA nods and smiles.

ANGLE - CAMERA PLUNGES DOWN into the chasm... Through the
MIST... DISSOLVING THROUGH layers of rock, until...

DISSOLVE TO:

Int. stalactite forest - subternia - same TIME

The same eerie "forest" of stalactites and GLOWING fungi
from the "Underworld" episode. Suddenly King Hiss's multi-
headed pairs of snake eyes SNAP OPEN and GLOW in the
darkness! <HISS!> And on this chilling sight, we...

FADE OUT.

THE END

MORAL TAG

FADE IN:

EXT. NEAR GRAYSKULL- DAY

HE-MAN stands on a precipice, CASTLE GRAYSKULL looming dramatically behind.

He-man
Zodak was so blinded by revenge,
he made rash decisions that could
have allowed the Snake Men to
achieve victory.

NEW ANGLE -

He-man
It was only when he decided to
cooperate and work with us, as a
team, that the battle was won.

CLOSE ON HE-MAN

HE-MAN
Cooperation and teamwork are
always the best way to go. Until
next time!

FADE OUT.